

AMERICAN RETIREMENT CORP

Form 4

July 21, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RICHARD GREGORY B

2. Issuer Name **and** Ticker or Trading
Symbol
AMERICAN RETIREMENT CORP
[ACR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
111 WESTWOOD PLACE, SUITE
200

3. Date of Earliest Transaction
(Month/Day/Year)
07/19/2006

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Exec. V. P. and COO

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

BRENTWOOD, TN 37027

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (1)	(A) or (D)	Price
Common Stock	07/19/2006		F		8,229 32.9	D	\$ 53,023
Common Stock	07/21/2006		M		10,225	A	\$ 3.14 63,248
Common Stock	07/21/2006		M		15,443	A	\$ 2.3 78,691
Common Stock	07/21/2006		M		13,333	A	\$ 4.9 92,024

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 3.14	07/21/2006		M	10,225	11/06/2002 ⁽²⁾ 11/06/2011	Common Stock 10,2
Employee Stock Option (Right to Buy)	\$ 2.3	07/21/2006		M	15,443	08/05/2004 ⁽³⁾ 08/05/2013	Common Stock 15,4
Employee Stock Option (Right to Buy)	\$ 4.9	07/21/2006		M	13,333	11/03/2004 ⁽⁴⁾ 05/03/2014	Common Stock 13,3

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RICHARD GREGORY B 111 WESTWOOD PLACE, SUITE 200 BRENTWOOD, TN 37027	Exec. V. P. and COO

Signatures

/s/ Gregory B.
Richard 07/21/2006

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On July 19, 2006, a tranche of restricted stock owned by the reporting person vested and the vesting provisions of additional tranches of restricted stock were accelerated due to the approval by American Retirement Corporation's ("the Company") shareholders of a plan of merger between the Company and Brookdale Senior Living, Inc.. 8,229 shares were withheld from the shares delivered to the reporting person in order to satisfy the reporting person's tax withholding obligation.

(2) The option vested ratably in three annual installments beginning November 6, 2002.

Pursuant to the provisions of the reporting person's stock option agreement, the option vests ratably in three annual installments beginning August 5, 2004. On July 19, 2006, the vesting with respect to the third vesting tranche of the stock option grant was accelerated by the Company's Board of Directors.

(4) Pursuant to the provisions of the reporting person's stock option agreement, the option vests in one-third increments on November 3, 2004, May 3, 2006 and May 3, 2007. On July 19, 2006, the vesting with respect to the third vesting tranche of the stock option grant was accelerated by the Company's Board of Directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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